

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Capitol Records, LLC; Caroline Records, Inc.;	:	
Virgin Records America, Inc.; EMI Blackwood	:	
Music, Inc.; EMI April Music, Inc.; EMI Full	:	
Keel Music, Inc.; EMI Virgin Music, Inc.; EMI	:	
Robbins Catalog, Inc.; EMI Waterford Music,	:	INDEX No. 08 CV 5831 (HB)
Inc.; EMI Grove Park Music, Inc.; Colgems-	:	ECF CASE
EMI Music, Inc.; and EMI Virgin Songs, Inc.,	:	
	:	AFFIRMATION
Plaintiffs,	:	
	:	
vs.	:	
	:	
VideoEgg, Inc.; hi5 Networks, Inc.; and Does	:	
1-10.,	:	
	:	
Defendants.	:	
-----	X	

EMMA TERRELL, an attorney licensed to practice in the State of New York and before the District Court for the Southern District of New York, affirms under penalty of perjury as follows:

1. I am an associate at Cooley Godward Kronish LLP, attorneys for Defendant hi5 Networks, Inc. ("hi5"). I submit this Affirmation in support of hi5's Motion to Dismiss or, Alternatively, to Transfer Venue.

2. On July 30, 2008 I conducted a series of searches on the website of the California Secretary of State using the "California Business Search" function, located at <http://kepler.sos.ca.gov/list.html>, to determine whether any Plaintiff in this case is registered to do business in the State of California.

3. Attached hereto as Exhibit A is a true and correct copy of a printout from the website of the California Secretary of State indicating that Capitol Records LLC is registered to do business in California.

4. Attached hereto as Exhibit B is a true and correct copy of a printout from the website of the California Secretary of State indicating that Caroline Records, Inc. is registered to do business in California.

5. Attached hereto as Exhibit C is a true and correct copy of a printout from the website of the California Secretary of State indicating that Virgin Records America, Inc. is registered to do business in California.

6. Attached hereto as Exhibit D is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Blackwood Music Inc. is registered to do business in California.

7. Attached hereto as Exhibit E is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI April Music Inc. is registered to do business in California.

8. Attached hereto as Exhibit F is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Virgin Music, Inc. is registered to do business in California.

9. Attached hereto as Exhibit G is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Robbins Catalog Inc. is registered to do business in California

10. Attached hereto as Exhibit H is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Waterford Music, Inc. is registered to do business in California.

11. Attached hereto as Exhibit I is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Grove Park Music, Inc. is registered to do business in California.

12. Attached hereto as Exhibit J is a true and correct copy of a printout from the website of the California Secretary of State indicating that Colgems-EMI Music, Inc. is registered to do business in California.

13. Attached hereto as Exhibit K is a true and correct copy of a printout from the website of the California Secretary of State indicating that EMI Virgin Songs Inc. is registered to do business in California.

14. On July 28, 2008 I conducted a series of searches on the PACER website for the Northern District of California, located at <https://ecf.cand.uscourts.gov/cgi-bin/login.pl>, to determine if any Plaintiff in this case is currently involved in active litigation in that judicial district. I did so by running a Query with the name of each Plaintiff and selecting "Active" as the case status. Attached hereto as Exhibit L is a chart containing the case name and number of each active Northern District of California case in which a Plaintiff is listed as a party.

Executed: New York, New York
July 31, 2008

/s/ Emma Terrell
Emma Terrell (ET-1414)

EXHIBIT A

California Business Portal



DISCLAIMER: The information displayed here is current as of Jul 25, 2008 and is updated weekly. It is not a complete or certified record of the Limited Partnership or Limited Liability Company.

LP/LLC		
CAPITOL RECORDS, LLC		
Number: 200811710061	Date Filed: 4/25/2008	Status: active
Jurisdiction: DELAWARE		
Address		
150 FIFTH AVENUE		
NEW YORK, NY 10011		
Agent for Service of Process		
CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA		
AS CSC-LAWYERS INCORPORATING SERVICE		
(C1592199)		

Blank fields indicate the information is not contained in the computer file.

If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report. Fees and instructions for ordering a status report are included on the Business Entities Records Order Form.

EXHIBIT B



DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
CAROLINE RECORDS, INC.		
Number: C2642864	Date Filed: 3/22/2004	Status: active
Jurisdiction: NEW YORK		
Address		
2751 CENTERVILLE RD STE 205		
WILMINGTON, DE 19808		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

Blank fields indicate the information is not contained in the computer file.

If the status of the corporation is "Surrender", the agent for service of process is automatically revoked. Please refer to California Corporations Code Section 2114 for information relating to service upon corporations that have surrendered.

EXHIBIT C

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
VIRGIN RECORDS AMERICA, INC.		
Number: C1380832	Date Filed: 7/21/1986	Status: active
Jurisdiction: California		
Address		
150 FIFTH AVE 2ND FLR		
NEW YORK, NY 10011		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT D

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI BLACKWOOD MUSIC INC.		
Number: C0800837	Date Filed: 10/15/1976	Status: active
Jurisdiction: CONNECTICUT		
Address		
810 7TH AVE 36TH FL		
NEW YORK, NY 10019		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT E

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI APRIL MUSIC INC.		
Number: C0800838	Date Filed: 10/15/1976	Status: active
Jurisdiction: CONNECTICUT		
Address		
810 7TH AVE 36TH FL		
NEW YORK, NY 10019		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT F

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI VIRGIN MUSIC, INC.		
Number: C1611356	Date Filed: 4/13/1988	Status: active
Jurisdiction: NEW YORK		
Address		
75 9TH AVE 4TH FL		
NEW YORK, NY 10011		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT G

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI ROBBINS CATALOG INC.		
Number: C1227490	Date Filed: 9/27/1983	Status: active
Jurisdiction: NEW YORK		
Address		
810 7TH AVE 36TH FL		
NEW YORK, NY 10019		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT H

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI WATERFORD MUSIC, INC.		
Number: C1476573	Date Filed: 2/7/1990	Status: active
Jurisdiction: California		
Address		
75 NINTH AVE 4TH FLR		
NEW YORK, NY 10011		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT I

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI GROVE PARK MUSIC, INC.		
Number: C1476574	Date Filed: 2/7/1990	Status: active
Jurisdiction: California		
Address		
75 NINTH AVE 4TH FLR		
NEW YORK, NY 10011		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT J

California Business Portal

Secretary of State DEBRA BOWEN

DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
COLGEMS-EMI MUSIC, INC.		
Number: C0778259	Date Filed: 9/2/1976	Status: active
Jurisdiction: DELAWARE		
Address		
810 7TH AVE 36TH FL		
NEW YORK, NY 10019		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

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EXHIBIT K



DISCLAIMER: The information displayed here is current as of JUL 25, 2008 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
EMI VIRGIN SONGS, INC.		
Number: C1611353	Date Filed: 4/12/1988	Status: forfeited
Jurisdiction: NEW YORK		
Address		
75 9TH AVE 4TH FL		
NEW YORK, NY 10011		
Agent for Service of Process		
THE PRENTICE-HALL CORPORATION SYSTEM, INC.		
2730 GATEWAY OAKS DR STE 100		
SACRAMENTO, CA 95833		

Blank fields indicate the information is not contained in the computer file.

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EXHIBIT L

**“Active” Cases in the U.S. District Court for the Northern District of California
(as of July 28, 2008)**

Case number	Case Name	Plaintiff(s)
3:07-cv-03553-EMC	Elektra Entertainment Group Inc et al v. Tulio	Capitol Records Inc.
3:08-cv-01042-MHP	Sony BMG Music Entertainment et al v. John Doe	Caroline Records Inc. Virgin Records America Inc. Capitol Records, Inc.
3:08-cv-01665-EDL	Capitol Records, Inc et al v. John Doe	Capitol Records Inc.
5:08-cv-01044-JW	BMG Music et al v. Kraft	Capitol Records Inc.
3:07-cv-04790-JSW	UMG Recordings, Inc. et al v. Sandra E. Rivera	Capitol Records, Inc.
3:07-cv-04835-JCS	UMG Recordings, Inc. et al v. John Doe #1	Capitol Records Inc.
3:07-cv-04852-VRW	UMG Recordings, Inc. et al v. Doe #3	Capitol Records Inc.
4:08-cv-01038-SBA	UMG Recordings, Inc. et al v. Doe	Capitol Records Inc.
5:07-cv-06033-RMW	UMG Recordings, Inc. et al v. Doe	Capitol Records Inc.
3:08-cv-01192-WHA	UMG Recordings, Inc. et al v. Freeman	Capitol Records Inc.
5:08-cv-03145-PVT	Capitol Records, LLC et al v. Boquet	Capitol Records Inc.
3:07-cv-04097-EMC	Sony BMG Music Entertainment et al v. Gebremariam	Virgin Records America Inc.
4:07-cv-03094-CW	Warner Bros. Records Inc. et al v. Doe	Virgin Records America Inc.
3:07-cv-04860-MHP	UMG Recordings, Inc. et al v. Doe	Virgin Records America Inc.
3:08-cv-02212-SC	Fonovisa, Inc. et al v. Castillo	Virgin Records America Inc.